

No. 6-259A016
Date SEP 16 1986
Fee \$ 30.00

September 3, 1986

ICC Washington, D. C.

RECORDATION NO. 11224-A Filed & Recorded

SEP 16 1985 10-30 PM

INTERSTATE COMMERCE COMMISSION

Registered Mail
Return Receipt Requested

Ms. Noreta McGee
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed are three original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and pursuant to 49 CFR Part 1177. This document is an Assignment of Leases Supplement No. 1, a secondary document, dated as of August 27, 1986. The primary document to which this is connected was recorded under Recordation No. 11224-A on December 21, 1979. The name and address of the parties to the document are as follows:

- (a) Owner: Delgray Leasing
2727 Allen Parkway, Suite 860
Houston, Texas 77019
Attention: Carlton S. Richard
- (b) Agent: GLNX Corporation
25231 Grogan's Mill Road
Suite 500
The Woodlands, Texas 77380
Attention: Bob Atnip

A description of the property covered by the primary document is as follows:

All right, title and interest now owned or hereafter acquired by Owner in and to those certain Leases described on Schedule I attached hereto and any other Leases of the railroad tank cars identified by number on Schedule I attached hereto.

SEP 16 10 25 AM '86
MOTOR OPERATING UNIT
OFFICE OF
THE SECRETARY

Ms. Noreta McGee
September 3, 1986
Page 2

A fee of \$30.00 is enclosed. Please return the original and any extra counterparts not needed by the Commission for recordation to:

Melanie A. Clemmons
Childs, Fortenbach, Beck & Guyton
1200 Allied Bank Plaza
Houston, Texas 77002

A short summary of the secondary document to appear in the index follows:

Assignment of Leases Supplement No. 1 executed in connection with the Assignment of Leases executed as of December 21, 1979 by Delgray Leasing ("Owner") and GLNX Corporation, formerly known as Glenco Transportation Services, Inc. ("Agent"), in favor of Continental Illinois National Bank and Trust Company of Chicago ("Bank") and filed under Recordation No. 11224-A, dated as of August 27, 1986 and covering the following property:

All right, title and interest now owned or hereafter acquired by Owner in and to those certain Leases described on Schedule I attached hereto.

If you have any questions regarding this matter, or if you need further information, please call Melanie A. Clemmons at (713) 739-6671.

Very truly yours,

DELGRAY LEASING

By: WKG HOLDINGS, INC.,
General Partner

By: *Carlton S. Richard*
CARLTON S. RICHARD,
Vice President

Interstate Commerce Commission
Washington, D.C. 20423

9/16/86

OFFICE OF THE SECRETARY

Melanie A. Clemmons
ChildsFortenbach, Beck & Guyton
1200 Allied Bank Plaza
Houston, Texas 77002

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/16/86 at 10:30am, and assigned recordation number(s). 11224-D

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

SEP 16 1985 10-30 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASES SUPPLEMENT
NO. 1

Assignment of Leases Supplement ("this Supplement") dated as of August 27, 1986 from DELGRAY LEASING, a Texas limited partnership ("Owner"), and GLNX Corporation, a Texas corporation ("Agent"), acting as agent of Owner, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Bank"), having its principal office at 231 South LaSalle Street, Chicago, Illinois 60693;

W I T N E S S E T H

Owner and Bank have executed and delivered a certain Assignment of Leases dated as of December 21, 1979 (which agreement, together with any amendments and supplements which have been made thereto, is hereinafter called the "Assignment of Leases") as security for certain obligations, including, without limitation, loans made by Bank to Owner under that certain Term Loan Agreement (and, if amended, all amendments thereto) dated as of December 26, 1979 (the "Term Loan Agreement") between Owner and Bank.

The Assignment of Leases was filed and recorded with the Interstate Commerce Commission under 49 U.S.C. 11303 of the Interstate Commerce Act on December 21, 1979 as Document No. 11224-A. The following Assignment of Leases Supplements (substantially in the form of this Supplement) were filed and recorded with the Interstate Commerce Commission as follows:

| <u>Supplement No.</u> | <u>Date of Supplement</u> | <u>Date of ICC Filing</u> | <u>ICC Filing Number</u> |
|---------------------------|-------------------------------|-------------------------------|------------------------------|
| None | -- | -- | -- |

Owner has assigned and granted to Bank under the Assignment of Leases a security interest in and to certain leases therein described, including the leases described in Schedule I hereto (the "Supplement Leases").

NOW, THEREFORE, in consideration of the premises, Owner does hereby agree as follows:

Owner has, in and by the Assignment of Leases, mortgaged, transferred and assigned to Bank, and granted to Bank a

security interest in and to the Supplement Leases described in Schedule I annexed hereto. This Supplement evidences and confirms the subjection of such Supplement Leases to the security interest created by the Assignment of Leases and secures the punctual payment of the indebtedness secured by the Assignment of Leases and the performance and observance by Owner of all of its agreements herein and in the Chattel Mortgage, dated December 21, 1979 from Owner to Bank, and in the Assignment of Leases and Term Loan Agreement. To the extent, if any, that the Assignment of Leases may not be effective in mortgaging and granting a security interest to Bank in such Supplement Leases, Owner does by this Supplement hereby mortgage, transfer, and assign to Bank, and grant unto Bank a security interest in the Supplement Leases described in Schedule I hereto, all upon the terms set forth in the Assignment of Leases.

IN WITNESS WHEREOF, this supplement has been duly extended and delivered as of August 27, 1986.

DELGRAY LEASING

By: WKG HOLDINGS, INC.,
General Partner

ATTEST:

Deice Hunt
Secretary

(Corporate Seal)

By: Carlton S. Richard
CARLTON S. RICHARD, Vice
President

GLNX CORPORATION

By: J.C. Graves
J.C. Graves, President

ATTEST:

Asst. Secretary
Secretary
(Corporate Seal)

STATE OF TEXAS

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§
§

SS.

COUNTY OF HARRIS

On this 28th day of August, 1986, before me personally appeared Karlton S. Richard and Alice Hritz, to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Secretary of WKG HOLDINGS, INC., a Delaware corporation which is the sole general partner of DELGRAY LEASING, a Texas limited partnership, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation acting as such general partner by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation acting as such general partner.

Carolyn Milner

Notary Public in and for
the State of Texas

Print or

Type name: CARDLYN MILNER

My commission expires: 03/11/89

STATE OF TEXAS

§
§
§

SS.

COUNTY OF HARRIS

On this 28th day of August, 1986, before me personally appeared J.C. Graves and T.J. Raymond to me personally known, who being by me duly sworn, say that they are, respectively, the President and Asst. Secretary of GLNX Corporation, a Texas corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cheryl A. Nine

Notary Public in and for
the State of Texas

Print or

Type name: Cheryl A. Nine

My commission expires: 8/7/90

| <u>Lessee</u> | <u>Contract Date</u> | <u>Rider Date</u> | <u>Term of Lease</u> | <u>Car Numbers</u> | <u>No. of Cars</u> | <u>Contract No.</u> | <u>Rider No.</u> |
|----------------------------|----------------------|-------------------|----------------------|--|--------------------|---------------------|------------------|
| Iowa Beef Processors, Inc. | 11/15/85 | 11/15/85 | 60 mos. | GLNX 23135 GLNX 23138 GLNX 23120 GLNX 23136 GLNX 23149 | 5 | 225 | 1 |
| Exxon Chemical Company USA | 9/14/79 | #1 - 9/14/79 | #1 - 36 mos. | GLNX 23143 | 1 | 950 | 1 |
| | | #13 - 1/1/83 | #13 - 36 mos. | GLNX 34117 GLNX 34118 GLNX 34119 GLNX 34120 GLNX 34121 GLNX 34122 GLNX 34123 GLNX 34124 GLNX 34125 GLNX 34126 GLNX 34127 GLNX 34128 GLNX 34129 GLNX 34130 GLNX 34131 GLNX 34132 GLNX 34133 | 17 | | 13 |
| | | #24 - 1/4/85 | #24 - 6 mos. | GLNX 23119 | 1 | | 24 |
| Inter Nor Trading Company | 7/25/86 | 7/25/86 | 4 mos. | GLNX 23118 | 1 | 132 | 1 |

| <u>Lessee</u> | <u>Contract Date</u> | <u>Rider Date</u> | <u>Term of Lease</u> | <u>Car Numbers</u> | <u>No. of Cars</u> | <u>Contract No.</u> | <u>Rider No.</u> |
|--------------------------------------|----------------------|-------------------|----------------------|--|--------------------|---------------------|------------------|
| Transportation Equipment, Inc. | 8/11/83 | 6/15/85 | month-to-month | GLNX 405 GLNX 406 GLNX 407 GLNX 408 GLNX 409 | 5 | 281 | 13 |

SCHEDULE I TO ASSIGNMENT OF LEASES SUPPLEMENT NO. 1
DATED August 27, 1986
DESCRIPTION OF LEASES AND CARS OF OWNER PLEDGED PURSUANT THERETO

| <u>Lessee</u> | <u>Contract Date</u> | <u>Rider Date</u> | <u>Term of Lease</u> | <u>Car Numbers</u> | <u>No. of Cars</u> | <u>Contract No.</u> | <u>Rider No.</u> |
|---|----------------------|-------------------|----------------------|--|--------------------|---------------------|------------------|
| HCI Chemicals (USA) Inc. | 9/10/85 | 9/10/85 | 12 mos. | GLNX 23145 | 1 | 135 | 1 |
| Ensco | 8/1/85 | 7/1/86 | 6 mos. | GLNX 23134 | 1 | 145 | 3 |
| El Paso Products | 2/1/83 | 7/1/85 | 12 mos. | GLNX 23129 GLNX 23130 GLNX 23139 GLNX 23144 GLNX 23146 GLNX 23147 GLNX 23148 | 7 | 290 | 2 |
| American Hoechst | 6/1/86 | 6/2/86 | 48 mos. | GLNX 23132 GLNX 23127 GLNX 23142 | 3 | 507 | 2 |
| Procter & Gamble Manufacturing Company | 10/18/83 | 8/1/85 | 36 mos. | GLNX 23126 | 1 | 75 | 14 |
| Vista Chemical Company | 2/1/86 | 9/1/86 | 6 mos. | GLNX 23121 GLNX 23122 GLNX 23123 GLNX 23124 GLNX 23125 GLNX 23128 GLNX 23131 GLNX 23133 GLNX 23137 | 9 | 420 | 2 |